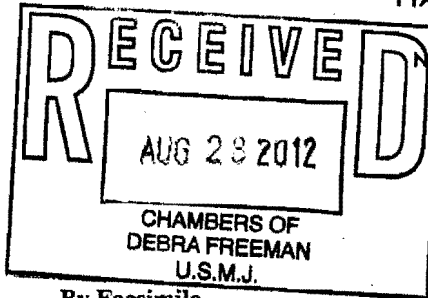


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August 28, 2012

USDC SDNY
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DATE FILED: 8/29/2012

By Facsimile

The Honorable Debra Freeman
United States District Court
Southern District of New York
500 Pearl Street
New York, NY 10007

Rc: In re American International Group, Inc. ERISA Litigation II,
Master File No. 08-CV-5722 (LTS) (DCF)

Dear Judge Freeman:

We represent the ERISA Plaintiffs in the referenced action and write on behalf of all parties to request that Your Honor grant leave to file Plaintiffs' Consolidated Second Amended Complaint ("Complaint"), and any exhibits thereto, under seal.

Plaintiffs' Complaint, to be filed on or before September 4, 2012, contains confidential and proprietary information concerning the administration and management of the Plans at issue in this litigation and the business operations of Defendant AIG, obtained by Plaintiffs through both direct and third-party document and deposition discovery in this action. Under the terms of the protective order governing this action, the parties are required to maintain the confidentiality of such information. We have conferred with counsel for the Defendants who have consented to Plaintiffs' request. Accordingly, the interests of all parties would be served by permitting Plaintiffs to file their Complaint under seal.

We would very much appreciate it if Your Honor would "So Order" this letter.

Respectfully yours,

Robert I. Harwood

RIH:ggc

cc: All Counsel (by email)

*The within request is granted,
but a redacted version, omitting
only information that Plaintiffs
believe, in good faith, is confidential
or proprietary, shall be filed on
the public docket.*

TOTAL P.02

SO ORDERED: DATE: 8/29/12

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DEBRA FREEMAN
UNITED STATES MAGISTRATE JUDGE